

# TROUTMAN SANDERS LLP

A T T O R N E Y S   A T   L A W  
A LIMITED LIABILITY PARTNERSHIP

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February 12, 2001

RECORDATION No. 19540-D FILED

**VIA HAND DELIVERY**

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Room 704  
Washington, D.C. 20423

FEB 12 '01      4-34 PM  
Ts  
SURFACE TRANSPORTATION BOARD

RE:    Railcar File No. 19540-\_\_\_\_  
        Security Agreement Between Bank of America, N.A., Agent and Paducah &  
        Louisville Railway, Inc.

Dear Secretary Williams:

I am enclosing herewith three originals of a secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. A description of the equipment covered by the document follows hereafter.

Secondary Document: The secondary document filed herewith is:

Fourth Amendment to Memorandum of Security Agreement, effective February 9, 2001, between Bank of America, N.A., as Agent, 100 North Tryon Street, Charlotte, NC 28255 ("Secured Party") and Paducah & Louisville Railway, Inc., 1500 Kentucky Avenue, Paducah, KY 42003 ("Borrower"), adding the following 6 GP-35 or GP-40 locomotives to the list of locomotives, railroad cars and railroad rolling stock to which the lien evidenced in this Recordation File attaches: CNW 5503, ISCX 6508, CNW 5508, CNW 5522, CNW 5531, and CNW 5533. Said document applies to all of Borrower's interests in locomotives, railroad cars and railroad rolling stock as of the date of the document or thereafter acquired by Borrower.

The primary document to which this is connected is recorded under Recordation No. 19540.

22

TROUTMAN SANDERS LLP  
ATTORNEYS AT LAW  
A LIMITED LIABILITY PARTNERSHIP

The Honorable Vernon A. Williams

February 12, 2001

Page 2

The names and addresses of the parties to the secondary document are as follows:

Borrower:

Paducah & Louisville Railway, Inc.  
1500 Kentucky Avenue  
Paducah, KY 42003

Secured Party:

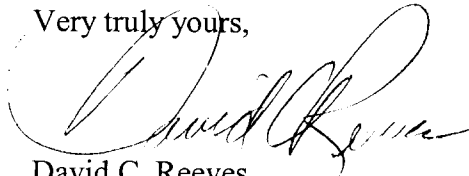
Bank of America, N.A., as Agent  
100 North Tryon Street  
Charlotte, NC 28255

Summary for the index: The secondary document is:

Fourth Amendment to Memorandum of Security Agreement adding the following the following 6 GP-35 or GP-40 locomotives to the list of locomotives, railroad cars and railroad rolling stock to which the lien evidenced in this Recordation File attaches: CNW 5503, ISCX 6508, CNW 5508, CNW 5522, CNW 5531, and CNW 5533. Said document applies to all of Borrower's interests in locomotives, railroad cars and railroad rolling stock as of the date of the document or thereafter acquired by Borrower.

Enclosed please also find the \$27.00 filing fee. Please return all enclosed documents that are not needed by the Board for recordation to the person delivering the filing.

Very truly yours,



David C. Reeves

Attorney for Paducah & Louisville Railway, Inc.

**FOURTH AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT  
RECORDED WITH THE SURFACE TRANSPORTATION BOARD  
UNDER RECORDATION NO. 19540**

This FOURTH AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT RECORDED WITH THE SURFACE TRANSPORTATION BOARD UNDER RECORDATION NO. 19540, effective February 9, 2001, is made by and between PADUCAH & LOUISVILLE RAILWAY, INC., whose address is 1500 Kentucky Avenue, Paducah, Kentucky 42003, as "Borrower," and BANK OF AMERICA, N.A., successor in interest to NationsBank, N.A., whose mailing address is 100 North Tryon Street, Charlotte, North Carolina 28255, as Agent for Banks and Secured Party (the "Secured Party").

WITNESSETH:

WHEREAS, Borrower and Secured Party entered into a Memorandum of Security Agreement dated as of July 21, 1995, which was filed and recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board ("STB")), on July 25, 1995 under Recordation No. 19540;

WHEREAS, Borrower and Secured Party subsequently amended their security agreement and filed with the STB on February 19, 1999 a First Amendment To Memorandum Of Security Agreement Recorded With The Surface Transportation Board Under Recordation No. 19540; on August 3, 2000, a Second Amendment To Memorandum Of Security Agreement Recorded With The Surface Transportation Board Under Recordation No. 19540; and on January 16, 2001, a Third Amendment To Memorandum Of Security Agreement Recorded With The Surface Transportation Board Under Recordation No. 19540; and

WHEREAS, The security interest and lien set forth in the Memorandum of Security Agreement (as amended) between Borrower and Secured Party, attaches to all locomotives and rolling stock

*FOURTH AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT  
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UNDER RECORDATION NO. 19540*

RECORDATION NO. 19540-D FILED

FEB 12 '01 4-34 PM

SURFACE TRANSPORTATION BOARD

NOW OWNED OR HEREAFTER ACQUIRED by Borrower and to all now existing and hereafter acquired interest of Borrower in locomotives and rolling stock;

NOW, THEREFORE, Borrower and Secured Party are filing this FOURTH AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT RECORDED WITH THE SURFACE TRANSPORTATION BOARD UNDER RECORDATION NO. 19540, to specifically identify additional locomotives that are subject to the security interests evidenced by the Memorandum of Security Agreement and amendments thereto previously recorded with the STB under Recordation No. 19540:

1. The following locomotives are added as locomotives to which the security interests evidenced by the Memorandum of Security Agreement and amendments thereto previously recorded with the STB under Recordation No. 19540 apply:

<b>Locomotive Type</b>	<b>Locomotive Number</b>	<b>Locomotive Type</b>	<b>Locomotive Number</b>
GP-35	CNW 5503	GP-40	CNW 5522
GP-35	ISCX 6508	GP-40	CNW 5531
GP-40	CNW 5508	GP-40	CNW 5533

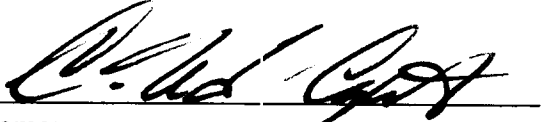
2. The security interest and lien set forth in the Security Agreement between Borrower and Secured Party, as restated as of August 2, 2000, shall continue to attach to the locomotives and rolling stock set forth in Exhibit A to the Second Amendment To Memorandum Of Security Agreement Recorded With The Surface Transportation Board Under Recordation No. 19540, the locomotives set forth in the Third Amendment To Memorandum Of Security Agreement Recorded With The Surface Transportation Board Under Recordation No. 19540, to the above-specified locomotives, TO ALL LOCOMOTIVES AND ROLLING STOCK NOW OWNED OR HEREAFTER ACQUIRED by Borrower, and to all now existing and hereafter acquired interest of Borrower in locomotives and rolling stock.

IN WITNESS WHEREOF, Borrower and Secured Party have caused this FOURTH AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT RECORDED WITH THE SURFACE TRANSPORTATION BOARD UNDER RECORDATION NO. 19540 to be executed by their duly authorized officers to be effective as of the date herein first set forth above.

Secured Party:

BANK OF AMERICA, N.A.

C. HOWARD CAPITO  
COMMERCIAL TENNESSEE STRONG  
TN5-907-00-01

By 

Name: C. Howard Capito  
Title: Senior Vice President

Borrower:

PADUCAH & LOUISVILLE RAILWAY,  
INC.

Attest:  
(Borrower)

\_\_\_\_\_  
(Corporate Seal)

By \_\_\_\_\_  
Name:  
Title:

Secured Party:

BANK OF AMERICA, N.A.

By \_\_\_\_\_

Name:

Title:

Borrower:

PADUCAH & LOUISVILLE RAILWAY,  
INC.

Attest:  
(Borrower)

J. Thomas Sec. Sec.  
(Corporate Seal)

By Thomas A. Greene

Name: Thomas A. Greene

Title: V.P. - Operations & Finance

STATE OF TENNESSEE )  
 ) SS  
COUNTY OF KNOX )

On this 9th day of January, 2001, in KNOX County TN, before me personally appeared C. Howard Capito, to me personally known, who being by me duly sworn, says that [s]he is the SE. V. PRESIDENT of BANK OF AMERICA, N.A., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

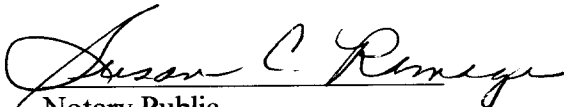
[NOTARIAL SEAL]

My commission expires: 9-12-04



STATE OF KENTUCKY                    )  
  ) SS  
COUNTY OF McCracken            )

On this 9th day of <sup>8R 126</sup>~~January~~ FEBRUARY, 2001, in McCracken County, Kentucky, before me personally appeared THOMAS A. GREENE, to me personally known, who being by me duly sworn, says that [s]he is the V.P. - Operations & Finance of PADUCAH & LOUISVILLE RAILWAY, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[NOTARIAL SEAL]

My commission expires: 10-10-2001